

COMMTOUCH SOFTWARE LTD
Form S-8 POS
June 08, 2006

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8 (POST -EFFECTIVE AMENDMENT NO. 2)

REGISTRATION STATEMENT UNDER

THE SECURITIES ACT OF 1933

COMMTOUCH SOFTWARE LTD.

(Exact name of registrant as specified in Its Charter)

| Israel | Not Applicable |
|--|--|
| _____ (State or other jurisdiction of Incorporation or organization) | _____ (I.R.S. Employer Identification No.) |
| 1A Hazoran Street Poleg Industrial Park, P.O. Box 8511 Netanya 42504, Israel | N/A |
| _____ (Address of Principal Executive Offices) | _____ (Zip Code) |

WINGRA TECHNOLOGIES, LLC 1998 UNIT OPTION PLAN

(Full title of the Plan)

Devyani Patel
Vice President Finance
Commtouch Software Ltd.
c/o Commtouch Inc.

1300 Crittenden Lane, Ste. 103

Mountain View, California 94043

(Name and Address of Agent for Service)

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(650) 864-2000

(Telephone Number, Including Area Code, of Agent for Service)

Copies to:

| | | |
|---------------------------------|-------------------------|-------------------------------------|
| Gary Davis | Aaron M. Lampert | Nathaniel M. Cartmell III |
| General Counsel & Secretary | Naschitz, Brandes & Co. | Pillsbury Winthrop Shaw Pittman LLP |
| Commtouch Inc. | 5 Tuval Street | P.O. Box 7880 |
| 1300 Crittenden Lane, Suite 103 | Tel Aviv 67897 Israel | San Francisco, California 94120 |
| Mountain View, CA 94043 | Tel: 972-3-623-5000 | (415) 983-1000 |
| Tel: (650) 864-2000 | Fax: 972-3-623-5005 | |
| Fax: (650) 864-2006 | | |

DEREGISTRATION OF UNSOLD SECURITIES

Pursuant to the undertakings of Registrant under Registration No. 333-65532 (filed July 20, 2001), Registrant hereby removes from registration the Ordinary Shares previously registered in connection with the Wingra Technologies, LLC 1998 Unit Option Plan and which remained unsold when the Company ceased its sponsorship of the plan following its sale of Wingra in 2002.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S 8 and has duly caused this post-effective amendment to registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mountain View, State of California, on May 31, 2006.

COMMTOUCH SOFTWARE LTD.

By: /s/ Devyani Patel

Devyani Patel

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Vice President, Finance

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment to registration statements has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|-----------------------------|--|--------------|
| <u>/s/ Gideon Mantel</u> | Chief Executive Officer and Director | May 31, 2006 |
| Gideon Mantel | (Principal Executive Officer) | |
| <u>/s/ Devyani Patel</u> | Vice President, Finance | May 31, 2006 |
| Devyani Patel | (Principal Financial and Accounting Officer) | |
| <u>/s/ Ian Bonner</u> | Executive Chairman of the Board | May 30, 2006 |
| Ian Bonner | | |
| <u>/s/ Amir Lev</u> | Director | May 28, 2006 |
| Amir Lev | | |
| <u>/s/ Ofer Segev</u> | Director | May 19, 2006 |
| Ofer Segev | | |
| <u>/s/ Nahum Sharfman</u> | Director | May 19, 2006 |
| Nahum Sharfman | | |
| <u>/s/ Lloyd E. Shefsky</u> | Director | May 23, 2006 |
| Lloyd E. Shefsky | | |
| <u>/s/ Devyani Patel</u> | Authorized U.S. Representative | May 31, 2006 |
| Devyani Patel | | |